

MINUTES OF THE
SPECIAL MEETING OF THE
JOINT AD HOC CEO PERFORMANCE
AND COMPENSATION COMMITTEE
OF THE BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

January 18, 2022

A Special Meeting of the Joint Ad Hoc CEO Performance and Compensation Committee of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” dba Transco) was held via Zoom and telephonically on Tuesday, January 18, 2022 at 2:00 p.m.

The meeting was legally noticed in compliance with Connecticut General Statutes and all proceedings, and all actions hereafter recorded occurred during the publicly open portions of the meeting.

The following Committee Members participated telephonically or via Zoom:

Groton Utilities: Ronald Gaudet
Jewett City Department of Public Utilities: Kenneth Sullivan
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric & Water: Alan Huth
Third Taxing District, East Norwalk: Kevin Barber

The following Non-Voting Members participated telephonically or via Zoom:

Bozrah Municipal Representative: Joseph Cirrito
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Louis Demicco, Richard Throwe
Norwich Public Utilities: Robert Staley
East Norwalk Municipal Representative: Pete Johnson

The following CMEEC Staff participated:

Dave Meisinger, CMEEC CEO
Robin Kipnis, Esquire, CMEEC General Counsel
Margaret Job: CMEEC Paralegal and Compliance Specialist

Others participating telephonically or via Zoom:

Dave Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Kevin Barber called the meeting to order at 2:03 p.m. noting for the record that today's meeting is being held telephonically and via Zoom. Committee Chair Barber reminded participants to keep their devices on mute unless speaking to eliminate background noise. He asked participants to state their names when speaking for clarity of the record.

Committee Chair Barber inquired if an action was necessary to open membership to this Committee to those Non-Committee Members present at today's meeting and other members of the CMEEC Board. Ms. Kipnis explained that the membership of this Committee was intended to be open to the Member Utility General Managers with the Chair of the CMEEC and CTMEEC Boards also serving as Chair of this Committee. It was expressed however that all members of the Board are encouraged to participate and join in the discussion.

Specific Agenda Item

A Public Comment Period

No public comment was made.

B Roll Call

Ms. Job conducted roll call with each participant responding individually as their names were called. Committee Chair Barber confirmed a quorum of this Committee was present.

C Review Draft Ad Hoc CEO Performance and Compensation Committee Charter

Ms. Kipnis walked the Committee through the draft Charter while highlighting differences from other Board Committee charters.

Committee Chair Barber inquired about Responsibility Number 6 which stated that the Committee would be responsible for ensuring a succession plan was in place for the CEO.

After discussion, the Committee agreed that Responsibility Number 6 would remain in the Charter with the understanding that this Committee would be responsible for ensuring that succession planning occurred.

Committee Chair Barber entertained a motion to adopt the Charter as presented at today's meeting and recommend it for approval by the Boards at their meeting on January 27, 2022.

A motion was made by Committee Member Kenneth Sullivan, seconded by Committee Member Alan Huth to adopt the Charter, and recommend it be approved by the CMEEC and CTMEEC Boards of Directors at their Joint meeting on January 27, 2022.

Motion passed unanimously.

D Discussion and Establishment of Process for Evaluation

Committee Chair Barber explained that the original intent for the creation of this Committee is to develop a process for conducting an annual performance evaluation of the CEO, conduct the performance evaluation, and develop a longer term, comprehensive compensation/incentive plan for the CEO.

Committee Chair Barber further explained that he asked Mr. Meisinger to draft a memo summarizing his achievements in 2021 to facilitate the annual performance evaluation. He stated that the Board had intended to create the long-term, comprehensive CEO compensation/incentive plan in 2021 to be used in conjunction with the CEO performance evaluation in 2022 and thereafter, however, due to the impact of Covid in 2021, one was not created. Committee Chair Barber added that this Committee is tasked with creating that plan this year, in addition to determining an appropriate incentive payment for the CEO based on 2021 performance.

Committee Chair Barber then provided a high-level review of Mr. Meisinger's memo and asked Mr. Meisinger to discuss it further with the Committee. Mr. Meisinger then walked the Committee through his memo highlighting 2021 performance, which was provided to this Committee in advance of today's meeting.

After significant discussion the Committee agreed to a two-step approach. First, the Committee will conduct an evaluation of Mr. Meisinger's performance over 2021 and determine whether an incentive/bonus payment is to be awarded. Second, the Committee will undertake the creation of a long-term comprehensive CEO compensation/incentive plan, which could result in potential base salary increases for 2022 and beyond as well as other potential forms of compensation and incentives.

Discussion then followed in connection with a form of evaluation for 2021 performance. Committee Chair Barber inquired of the Committee whether anyone currently used an evaluation form they could share. He explained that he has one from APPA that he would be willing to share with the Committee for use in conducting the CEO evaluation. He further explained that a form of review should be used to determine an incentive payment for 2021 achievements. After discussion, the Committee agreed that it would also review Mr. Meisinger's job description to aid in determining an appropriate incentive payment for 2021 performance.

The Committee then unanimously set the date and time for this Committee to next meet on Tuesday, January 25, 2022, at 2pm.

Discussion followed related to the possibility of utilizing NRECA and a consultant to aid in development of a long-term comprehensive CEO compensation and incentive plan as required in the CEO employment agreement.

Committee Chair Barber recapped this discussion by stating that he will share the APPA evaluation form with the Committee for their use in developing the CEO review. Mr. Meisinger suggested the Committee, and the Committee agreed, to also use his January 7, 2022 memo in today's meeting packet, to aid in the 2021 evaluation process.

E Possible Executive Session to Discuss CEO Performance and Compensation Pursuant to C.G.S. Section 1-200(6)(A)

The Committee agreed to table this item

F Adjourn

A motion was made by Committee Member Ronald Gaudet, seconded by Committee Member Sullivan to adjourn.

Motion passed unanimously.

The meeting was adjourned at 3:15 p.m.